

**U.S. Bankruptcy Court  
California Northern Bankruptcy Court (San Francisco)  
Bankruptcy Petition #: 19-30088**

*Assigned to:* Judge Dennis Montali  
Chapter 11  
Voluntary  
Asset

*Date filed:* 01/29/2019  
*Plan confirmed:* 06/20/2020  
*341 meeting:* 04/29/2019  
*Deadline for filing claims:* 10/21/2019  
*Deadline for filing claims (govt.):* 10/21/2019

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Filing Date	#	Docket Text
07/16/2020	<u>8421</u>	

			Statement of Issues on Appeal,, Appellant Designation of Contents For Inclusion in Record On Appeal (RE: related document(s) <u>8243</u> Notice of Appeal and Statement of Election filed by Attorney Public Employees Retirement Association of New Mexico, Interested Party Public Employees Retirement Association of New Mexico, <u>8255</u> Notice of Appeal filed by Creditor Adventist Health System/West and Feather River Hospital, Creditor Paradise Unified School District, Creditor Northern Recycling and Waste Services, LLC, Creditor Northern Holdings, LLC, Creditor Napa County Recycling & Waste Services, LLC, Creditor Napa Recycling & Waste Services, LLC, Interested Party Comcast Cable Communications, LLC, <u>8256</u> Notice of Appeal filed by Creditor Adventist Health System/West and Feather River Hospital, Creditor Paradise Unified School District, Creditor Northern Recycling and Waste Services, LLC, Creditor Northern Holdings, LLC, Creditor Napa County Recycling & Waste Services, LLC, Creditor Napa Recycling & Waste Services, LLC, Interested Party Comcast Cable Communications, LLC, <u>8261</u> Notice of Appeal and Statement of Election filed by Creditor Ad Hoc Committee of Holders of Trade Claims, <u>8263</u> Notice of Appeal and Statement of Election filed by Creditor International Church of the Foursquare Gospel, <u>8266</u> Notice of Appeal and Statement of Election filed by Creditor Theresa Ann McDonald). Appellee designation due by 07/30/2020. Filed by Interested Party Public Employees Retirement Association of New Mexico (Michelson, Randy) (Entered: 07/16/2020)
07/30/2020		<u>8580</u>	Appellee Designation of Contents for Inclusion in Record of Appeal / <i>Counterdesignation of the Record on Appeal Filed by Appellee The Official Committee of Tort Claimants, in Appeal Filed by Public Employees Retirement Association Of New Mexico [Related Docket No. 8421]</i> (RE: related document(s) <u>8243</u> Notice of Appeal and Statement of Election filed by Attorney Public Employees Retirement Association of New Mexico, Interested Party Public Employees Retirement Association of New Mexico). Filed by Creditor Committee Official Committee of Tort Claimants (Richardson, David) (Entered: 07/30/2020)
07/30/2020		<u>8587</u>	Appellee Designation of Contents for Inclusion in Record of Appeal <i>Appellees' Response to Securities Plaintiffs' Statement of Issues and Designation of Additional Items to Be Included in the Record on Appeal</i> (RE: related document(s) <u>8243</u> Notice of Appeal and Statement of Election filed by Attorney Public Employees Retirement Association of New Mexico, Interested Party Public Employees Retirement Association of New Mexico). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 07/30/2020)



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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

PACIFIC GAS AND ELECTRIC  
COMPANY,

Debtors.

Case No. 19-30088 (DM) (Lead Case)

Chapter 11

(Jointly Administered)

- ☒ Affects Both Debtors  
☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company

**SECURITIES PLAINTIFFS' STATEMENT OF  
ISSUES AND DESIGNATION OF ITEMS TO  
BE INCLUDED IN THE RECORD ON  
APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellant Public Employees Retirement Association of New Mexico (“**Lead Plaintiff**”), the court-appointed lead plaintiff in the securities class action captioned as *In re PG&E Corporation Securities Litigation*, Case No. 18-03509 (the “**Securities Litigation**”) pending in the United States District Court for the Northern District of California, on behalf of itself and the proposed class it represents in the Securities Litigation, together with York County on behalf of the County of York Retirement Fund, City of Warren Police and Fire Retirement System, and Mid-Jersey Trucking Industry & Local No. 701 Pension Fund (collectively with Lead Plaintiff, “**Securities Plaintiffs**”), respectfully submits this statement of issues and designation of items to be included in the record to be presented in connection with Securities Lead Plaintiff’s appeal from the *Order Confirming Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020*, entered on June 20, 2020 [ECF No. 8053] (the “**Confirmation Order**”) by the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”), pursuant to which the Bankruptcy Court confirmed the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020* [ECF No. 8048] (the “**Plan**”).<sup>1</sup>

### **ISSUES TO BE PRESENTED ON APPEAL**

Securities Plaintiffs hereby state the following issues to be presented on appeal:

1. Whether the Bankruptcy Court erred by approving, over Securities Plaintiffs’ objection, the Insurance Deduction (as defined in Article 1.127A of the Plan), where the Insurance Deduction would permit the Debtors to deduct from the allowed amount of a Class 10A-II Claim “any cash payments received from an Insurance Policy (other than cash payments received from a Side A Policy)” without regard to whether such payments were received on account of claims against a Debtor or claims against a non-Debtor defendant in the Securities Litigation.

2. Whether the Insurance Deduction approved by the Bankruptcy Court violates the Supreme Court’s holding in *Ivanhoe Bldg. & Loan Ass’n of Newark, N.J. v. Orr*, 295 U.S. 243,

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<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.

245-46 (1935), and its progeny, in connection with determining the HoldCo Rescission or Damage Claim Share.

**DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Securities Plaintiffs respectfully designate the following items for inclusion in the record on appeal. Each designated item also includes any and all attachments, annexed declarations, proposed orders and/or exhibits/addenda annexed to and referenced within such item.

Items from Case No. 19-30088 (DM); *In re PG&E Corporation et al.*:

Item No.	Description	Date	ECF No.
1.	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	03/16/2020	6320
2.	Securities Lead Plaintiff's Objection to Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 16, 2020 [ECF No. 6320]	05/15/2020	7296
3.	Declaration of Christina Pullo of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast with Respect to the Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020	7507
4.	Declaration of Jason P. Wells in Support of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (including exhibits)	05/22/2020	7510
5.	Plan Proponents' Joint Memorandum of Law and Omnibus Response in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020	7528
6.	Amended Securities Lead Plaintiff's Exhibit List for Confirmation Hearing	05/25/20	7571
7.	Debtors' and Shareholder Proponents' Joint Objections to Amended Securities Lead Plaintiff's Exhibit List for Confirmation Hearing	05/26/2020	7595
8.	Debtors' and Shareholder Proponents' Submission of Argument Demonstratives Regarding Class 10A-II	06/03/2020	7757
9.	Securities Lead Plaintiff's Submission of Argument Demonstrative for Use During Oral Argument at Confirmation Hearing	06/05/2020	7791
10.	Memorandum Decision – Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	06/17/2020	8001
11.	Plan Proponents' Joint Submission of Amended Plan and Confirmation Order Language Partially Resolving Confirmation Objection of the Public Employee Retirement	06/18/2020	8016

	Association of New Mexico		
12.	Notice of Withdrawal of Securities Lead Plaintiff's Objections to Confirmation Except for the Determination of the Appropriate Insurance Deduction to be Applied to Allowed HoldCo Rescission or Damage Claims	06/19/2020	8017
13.	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated June 19, 2020	06/19/2020	8048
14.	Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated June 19, 2020	06/20/2020	8053
15.	Notice of Appeal and Statement of Election to Have Appeal Heard by District Court	07/02/2020	8243

Transcripts of hearings on the Confirmation Order:

Item No.	Description	Date	ECF No.
1.	Transcript of June 3, 2020 Hearing	06/04/2020	7784
2.	Transcript of June 5, 2020 Hearing	06/09/2020	7843
3.	Transcript of June 8, 2020 Hearing	06/10/2020	7869
4.	Transcript of June 19, 2020 Hearing	06/22/2020	8066
5.	Transcript of June 24, 2020 Hearing	06/25/2020	8110

Securities Lead Plaintiff reserve the right to designate additional items for inclusion in the record and/or to restate issues presented on appeal.

### **CERTIFICATION REGARDING TRANSCRIPTS**

Securities Lead Plaintiff certifies, pursuant to Bankruptcy Rule 8009(b)(1) that it is not ordering any transcripts. All transcripts have been prepared, are filed on the docket, and have been designated in the record.

*[ signature page follows ]*

1 Dated: July 16, 2020

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NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION**

**-and-**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

*\*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**COUNTERDESIGNATION OF THE  
RECORD ON APPEAL FILED BY  
APPELLEE THE OFFICIAL  
COMMITTEE OF TORT CLAIMANTS,  
IN APPEAL FILED BY PUBLIC  
EMPLOYEES RETIREMENT  
ASSOCIATION OF NEW MEXICO <sup>1</sup>**

**Related Docket No. 8421**

<sup>1</sup> The Official Committee of Tort Claimants appears in this proceeding pursuant to its post-confirmation standing for appeals of the order confirming the Debtors' plan of reorganization, pursuant to Section 12.1 of the Debtors' plan.

TO THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY COURT JUDGE, CHAPTER 11 REORGANIZED DEBTORS PG&E CORPORATION AND PACIFIC GAS AND ELECTRIC CORPORATION, AND TO ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE that, pursuant to F.R.B.P. 8006, and pursuant to Section 12.1 of the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020* (the "**Plan**"), the Official Committee of Tort Claimants, appellee, hereby designates the following pleadings (and all attachments) and transcripts from the dockets identified below as additional items for the record on appeal in the pending appeal of the *Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020*, entered on June 20, 2020 [ECF No. 8053] (the "**Confirmation Order**") filed by appellant Public Employees Retirement Association of New Mexico, the court-appointed lead plaintiff in the securities class action captioned as *In re PG&E Corporation Securities Litigation*, Case No. 18-03509 pending in the United States District Court for the Northern District of California:

Items from Case No. 19-30088 (DM), in the United States Bankruptcy Court for the North District of California, *In re PG&E Corporation*, et al.

Item No.	Description/Title on Docket	Date Filed on Docket	ECF No.
1	Motion /Securities Lead Plaintiff's Motion To Apply Bankruptcy Rule 7023 To Class Proof Of Claim Filed by Interested Party Securities Lead Plaintiff and the Proposed Class (Attachments: # 1 Exhibit A - proposed order) (Michelson, Randy) (Entered: 12/09/2019)	12/09/2019	5042
2	Notice of Hearing on Securities Lead Plaintiff's Motion To Apply Bankruptcy Rule 7023 To Class Proof Of Claim	12/09/2019	5043
3	Statement of Securities Lead Plaintiffs And Reservation of Rights With Respect To Debtors Motion Pursuant to 11 U.S.C. §§363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter Into Restructuring Support Agreement With the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents and (II) Granting Related Relief	12/16/2019	5127
4	Amended Notice of Hearing	12/27/2019	5212
5	Objection Debtors' Objection to Class Representative's Motion	1/14/2020	5369



Item No.	Description/Title on Docket	Date Filed on Docket	ECF No.
	to Extend Application of Federal Rule of Civil Procedure 23 to Class Proof of Claim		
6	Declaration of Christina Pullo (I) Regarding Implementation of the Debtors Notice Procedures and (II) in Support of the Debtors Objection to Securities Lead Plaintiffs Motion to Apply Bankruptcy Rule 7023 to Proof of Claim	1/14/2020	5370
7	Declaration of Benjamin P.D. Schrag (I) Regarding Implementation of the Debtors Notice Procedures and Supplemental Notice Plan and (II) In Support of the Debtors Objection to Securities Lead Plaintiffs Motion to Apply Bankruptcy Rule 7023 to Proof of Claim	1/14/2020	5371
8	Declaration of Jeanne C. Finegan (I) Regarding Implementation of the Debtors Notice Procedures and Supplemental Notice Plan and (II) In Support of the Debtors Objection to Securities Lead Plaintiffs Motion to Apply Bankruptcy Rule 7023 to Proof of Claim	1/14/2020	5372
9	Brief/Memorandum in Opposition to / Opposition of Official Committee of Tort Claimants to Securities Lead Plaintiffs Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim (Dkt. No. 5042)	1/14/2020	5373
10	Declaration of David J. Richardson in Support of Opposition of Official Committee of Tort Claimants' to Securities Lead Plaintiffs Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim (Dkt. No. 5042)	1/14/2020	5375
11	Reply Securities Lead Plaintiffs Reply In Further Support Of Motion To Apply Bankruptcy Rule 7023 To Class Proof Of Claim	1/22/2020	5452
12	Declaration of Adam D. Walter in Support of /Declaration of Adam D. Walter Of A.B. Data, Ltd. Regarding Standard Procedures And Methods Utilized In Securities Class Action Notice Programs	1/22/2020	5456
13	Declaration of Andrew D. Behlmann, Esq. in Support of Securities Lead Plaintiff's Reply In Further Support Of Motion To Apply Bankruptcy Rule 7023 To Class Proof Of Claim	1/22/2020	5458
14	Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline (Related Doc # 5042) (lp) (Entered: 02/03/2020)	2/03/2020	5604
15	Supplemental Brief/Memorandum in support of Motion To Apply Bankruptcy Rule 7023 To Class Proofs Of Claim	2/14/2020	5786
16	Brief/Memorandum in Opposition to Motion to Apply Rule 7023, and Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Order Setting Deadline	2/14/2020	5787
17	Supplemental Brief/Memorandum in Opposition to / Supplemental Brief and Reservation of Rights of Official Committee of Tort Claimants' to Securities Lead Plaintiffs Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	2/14/2020	5788



Item No.	Description/Title on Docket	Date Filed on Docket	ECF No.
	(Dkt. No. 5042)		
18	Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	2/14/2020	5789
19	Brief/Memorandum in support of Debtors' Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	2/14/2020	5790
20	Joinder (RE: related document(s) 5787 Opposition Brief/Memorandum). Filed by Interested Party Individual Officers Anthony F. Earley, Jr., Geisha J. Williams, Nickolas Stavropoulos, Julie M. Kane, Christopher P. Johns, Patrick M. Hogan, David Thomason, and Dinyar Mistry (Strabo, Jason). Related document(s) 5604 Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline. Modified on 2/19/2020 (dc). (Entered: 02/14/2020)	2/14/2020	5795
21	Motion Securities Lead Plaintiff's Motion To Strike Declaration of Christina Pullo in Support of Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline Filed by Interested Party Securities Lead Plaintiff and the Proposed Class (Michelson, Randy).	2/18/2020	5814
22	Memorandum Decision Regarding Motion to Apply Rule 7023	2/24/2020	5887
23	Notice Regarding Filing of Proposed Order in Response to the Court's Intentions Regarding Proposed Order	2/26/2020	5902
24	Order (I) Denying Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim and (II) Extending Bar Date For Certain Holders of Securities Claims for Rescission or Damages	2/27/2020	5943
25	Document: Securities Lead Plaintiff's Proposed Edits To The Securities Claim Bar Date Notice, Securities Claim Proof Of Claim, And Proposed Order.	2/26/2020	5900
26	Motion / The Official Committee of Tort Claimants' Motion for Standing to Prosecute Claims of the Debtors' Estates Filed by Creditor Committee Official Committee of Tort Claimants	2/28/2020	5972
27	Declaration of David J. Richardson in Support of the Official Committee of Tort Claimants' Motion for Standing to Prosecute Claims of the Debtors' Estates	2/28/2020	5973
28	Notice of Hearing on the Official Committee of Tort Claimants' Motion for Standing to Prosecute Claims of the Debtors' Estates	2/28/2020	5975
29	Objection Securities Lead Plaintiff's Objection To (I) Solicitation Procedures Motion and (II) Disclosure Statement For Debtors' And Shareholder Proponents' Joint Chapter 11 Plan Of Reorganization	3/06/2020	6144
30	Stipulation and Agreement for Order Resolving the Official Committee of Tort Claimants' Motion for Standing to Prosecute	3/23/2020	6435

Item No.	Description/Title on Docket	Date Filed on Docket	ECF No.
	Claims of the Debtors' Estates Filed by Debtor PG&E Corporation		
31	Statement of With Respect To Stipulation And Agreement For Order Resolving The Official Committee Of Tort Claimants Motion For Standing To Prosecute Claims Of The Debtors' Estates	3/24/2020	6449
32	Brief/Memorandum in Opposition to Official Committee Of Tort Claimants' Motion For Standing To Prosecute Claims Of The Debtors' Estates	3/25/2020	6482
33	Reply Brief of the Official Committee of Tort Claimants in Support of Its Motion for Standing to Prosecute Claims of the Debtors' Estates	3/31/2020	6547
34	Supplemental Declaration of David J. Richardson in support of the Official Committee of Tort Claimants' Motion for Standing to Prosecute Claims of the Debtors' Estates	3/31/2020	6548
35	Reply Securities Plaintiffs' Sur-Reply In Further Opposition To Official Committee Of Tort Claimants' Motion For Standing To Prosecute Claims Of The Debtors' Estates	4/08/2020	6704
36	Statement of Debtors Regarding The Official Committee of Tort Claimants' Motion for Standing to Prosecute Claims of the Debtors' Estates	4/10/2020	6739
37	Issues For Counsel to Address At The April 14 Hearing On the TCC Standing Motion	4/13/2020	6742
38	Order Denying Motion for Standing to Prosecute Claims of the Debtors' Estates (Related Doc # 5972) (lp) (Entered: 04/15/2020)	4/15/2020	6773
39	Document: Letter to Judge Montali. Filed by Interested Party Securities Lead Plaintiff and the Proposed Class (Michelson, Randy) (Entered: 04/29/2020)	4/29/2020	6982
40	Objection to Confirmation of Plan / Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 Filed by Creditor Committee Official Committee of Tort Claimants	5/15/2020	7306
41	Declaration of David J. Richardson in Support of Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	5/15/2020	7322
42	Declaration of Brent C. Williams in Support of Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	5/15/2020	7326
43	Declaration of Jerry R. Bloom in Support of Objection of the Official Committee of Tort Claimants to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	5/15/2020	7331

Item No.	Description/Title on Docket	Date Filed on Docket	ECF No.
44	Notice Regarding Filing of Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	5/22/2020	7503
45	Reply Brief of the Official Committee of Tort Claimants to Certain Objections to Confirmation of Debtors and Shareholder Proponents Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	5/22/2020	7509
46	Notice Regarding Filing of Second Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	5/24/2020	7563
47	Notice Regarding Filing of Third Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/2/2020	7712
48	Stipulation Addressing Certain Plan Confirmation Objections of the Official Tort Claimants Committee Filed by Debtor PG&E Corporation	6/2/2020	7711
49	Notice Regarding Filing of Draft of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 3, 2020	6/3/2020	7736
50	Notice Regarding Filing of Fourth Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/5/2020	7810
51	Notice Regarding Filing of Draft Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 7, 2020	6/7/2020	7814
52	Notice Regarding Filing of Fifth Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/8/2020	7841
53	Notice Regarding Filing of Sixth Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/10/2020	7879
54	Notice Regarding Filing of Seventh Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/11/2020	7894
55	Notice Regarding Filing of Eighth Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/12/2020	7927
56	Notice Regarding Withdrawal of Objection to Plan Confirmation	6/12/2020	7930
57	Notice Regarding Filing of Debtors' and Shareholder Proponents' Draft Joint Chapter 11 Plan of Reorganization Dated June 14, 2020	6/14/2020	7937
58	Notice Regarding Filing of Ninth Supplement to Plan Supplement In Connection With Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	6/22/2020	8057

Transcripts from Case No. 19-30088 (DM), in the United States Bankruptcy  
Court for the North District of California, *In re PG&E Corporation*, et al.

Item No.	Description/Date of Transcript	Date Filed on Docket	ECF No.
1	Transcript regarding Hearing Held 1/29/2020	1/30/2020	5562
2	Transcript regarding Hearing Held 1/29/2020	1/30/2020	5563
3	Transcript regarding Hearing Held 2/20/2020	2/21/2020	5870
4	Transcript regarding Hearing Held 2/26/2020	2/27/2020	5927
5	Transcript regarding Hearing Held 2/27/2020	2/28/2020	5950
6	Transcript regarding Hearing Held 4/14/2020	4/16/2020	6782
7	Transcript regarding Hearing Held 5/6/2020	5/7/2020	7091

Dated: July 30, 2020

**BAKER & HOSTETLER LLP**

By: /s/ David J. Richardson

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*Attorneys for Appellees (Debtors and  
Reorganized Debtors)*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Reorganized  
Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Reorganized Debtors

*\* All papers shall be filed in the Lead Case, No.  
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**APPELLEES' RESPONSE TO  
SECURITIES PLAINTIFFS'  
STATEMENT OF ISSUES AND  
DESIGNATION OF ADDITIONAL  
ITEMS TO BE INCLUDED IN THE  
RECORD ON APPEAL**

PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**” or as reorganized pursuant to the Plan (as defined below), the “**Reorganized Debtors**” or “**Appellees**”) submit this response to the July 16, 2020 filing by Public Employees Retirement Association of New Mexico, a named plaintiff in the securities class action captioned as *In re PG&E Corporation Securities Litigation*, Case No. 18-03509 (the “**Securities Litigation**”) pending in the United States District Court for the Northern District of California, and together with York County on behalf of the County of York Retirement Fund, City of Warren Police and Fire Retirement System, and Mid-Jersey Trucking Industry & Local No. 701 Pension Fund (collectively, the “**Securities Plaintiffs**”) of its *Statement of Issues and Designation of Items to Be Included in the Record on Appeal* [Dkt. No. 8421] (the “**Statement**”) in connection with the appeal from the *Order Confirming Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020*, entered on June 20, 2020 [Dkt. No. 8053] (the “**Confirmation Order**”) by the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”), pursuant to which the Bankruptcy Court confirmed the Reorganized Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 [Dkt. No. 8048] (the “**Plan**”).

#### **I. RESPONSE TO STATEMENT OF ISSUES ON APPEAL**

The sole limited issue on appeal is:

1. Whether the Bankruptcy Court abused its discretion in approving the defined term in the Plan, “Insurance Deduction” (Plan Section 1.127A), in connection with the treatment of Allowed HoldCo Rescission or Damage Claims under Class 10A-II of the Plan.

#### **II. DESIGNATION OF RECORD ON APPEAL**

Pursuant to Bankruptcy Rule 8009, Appellees hereby designate the following additional items to be included in the record on appeal, or as corrections to errors in the Securities Plaintiffs’ Statement, which include all exhibits and addenda attached thereto and filed therewith and all documents incorporated by reference therein:



Items from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
263	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief	02/01/2019
2471	Motion Pursuant to 11 U.S.C. §§ 363 and 105(a) and Fed. R. Bankr. P. 6004 Authorizing Debtors to Purchase D&O Insurance	06/10/2019
2472	Declaration of Janaize Markland in Support of D&O Insurance Motion	06/10/2019
5042	Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	12/09/2019
5369	Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5370	Declaration of Christina Pullo (i) Regarding Implementation of the Debtors' Notice Procedures and (ii) in Support of the Debtors' Objection to Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Proof of Claim	01/14/2020
5371	Declaration of Benjamin P.D. Schrag (i) Regarding Implementation of the Debtors' Notice Procedures and Supplemental Notice Plan and (ii) in Support of the Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5372	Declaration of Jeanne C. Finegan (i) Regarding Implementation of the Debtors' Notice Procedures and Supplemental Notice Plan and (ii) in Support of the Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5373	Opposition of Official Committee of Tort Claimants' to Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	01/14/2020
5374	Debtors' Request for Judicial Notice in Support of Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5375	Declaration of David J. Richardson in Support of Opposition of Official Committee of Tort Claimant's to Securities Lead Plaintiff's	01/14/2020

Dkt. No.	Description	Date
	Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim (Dkt. No. 5042)	
5452	Securities Lead Plaintiff's Reply in Further Support of Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	01/22/2020
5456	Declaration of Adam D. Walter of A.B. Data, Ltd. Regarding Standard Procedures and Methods Utilized in Securities Class Action Notice Programs	01/22/2020
5458	Declaration of Andrew D. Behlmann, Esq. in Support of Securities Lead Plaintiff's Reply in Further Support of Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	01/22/2020
5604	Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/3/2020
5786	Securities Lead Plaintiff's Supplemental Brief in Support of Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	02/14/2020
5787	Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/14/2020
5788	Supplemental Brief and Reservation of Rights of Official Committee of Tort Claimants' to Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim (Dkt. No. 5042)	02/14/2020
5789	Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/14/2020
5790	Memorandum in Support of Debtors' Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/14/2020
5818	Ex Parte Motion of Securities Lead Plaintiff Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Securities Lead Plaintiff's Motion to Strike Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline [ECF No. 5789]	02/18/2020
5819	Declaration of Andrew Behlmann in Support of Ex Parte Motion of Securities Lead Plaintiff Pursuant to B.L.R. 9006-1 Requesting	02/18/2020



Dkt. No.	Description	Date
	Order Shortening Time for Hearing on Securities Lead Plaintiff's Motion to Strike Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline [ECF No. 5789]	
N/A	DOCKET TEXT ORDER (no separate order issued:) The court will not shorten time to hear a motion to strike (Dkt. Nos. 5814 & 5818) the Pullo declaration, nor require a response before the February 20, 2020 hearing, nor limit the scope of what it will discuss with counsel at the hearing. Each side will have an opportunity to address any questions posed by the court, not just those mentioned in the docket text yesterday, and to the argue for the position advocated and against the position opposed (Dkt. Nos. 5604, 5786 & 5787). (RE: related document(s) 5814 Motion Miscellaneous Relief filed by Interested Party Securities Lead Plaintiff and the Proposed Class, 5818 Motion to Shorten Time filed by Interested Party Securities Lead Plaintiff and the Proposed Class). (Montali, Dennis) (Entered: 02/18/2020)	02/18/2020
5887	Memorandum Decision Regarding Motion to Apply Rule 7023	02/24/2020
5888	Court's Intentions Re Proposed Order	02/24/2020
5902	Notice Regarding Filing of Proposed Order in Response to the Court's Intentions Regarding Proposed Order	02/26/2020
5943	Order (I) Denying Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim and (II) Extending Bar Date for Certain Holders of Securities Claims for Rescission or Damages	02/27/2020
6144	Securities Lead Plaintiff's Objection To (I) Solicitation Procedures Motion and (II) Disclosure Statement For Debtors' And Shareholder Proponents' Joint Chapter 11 Plan Of Reorganization	03/06/2020
6353	Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (including Exhibit B, the "Financial Projections")	03/17/2020
6448	[Proposed] Supplement to Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	03/24/2020
7182	Order Establishing Confirmation Hearing Protocol	05/13/2020

Dkt. No.	Description	Date
7503	Notice of Filing of Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020
7512	Declaration of Kenneth S. Ziman in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (including all exhibits thereto)	05/22/2020
7514	Declaration of John Boken in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020
7572	Debtors' and Shareholder Proponents' Amended Joint Confirmation Hearing Exhibit List (including all exhibits thereto)	05/25/2020
8092	Order Regarding Objections to Exhibits	06/24/2020

Hearing Transcripts from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
1097	March 27, 2019 Omnibus Hearing Transcript	03/28/2019
5562	Transcript of January 29, 2020 Hearing	01/30/2020
5563	Transcript of January 29, 2020 Hearing	01/30/2020
5870	Transcript of February 20, 2020 Hearing	02/25/2020
5927	Transcript of February 26, 2020 Hearing	02/27/2020
5950	Transcript of February 27, 2020 Hearing	02/28/2020
6782	Transcript of April 14, 2020 Hearing	04/16/2020
7091	Transcript of May 6, 2020 Hearing	05/07/2020
7445	May 19, 2020 Hearing Transcript	05/21/2020
7576	May 22, 2020 Hearing Transcript	05/26/2020
7609	May 26, 2020 Hearing Transcript	05/28/2020
7637	May 27, 2020 Hearing Transcript	05/28/2020
7665	May 28, 2020 Hearing Transcript	05/29/2020

Dkt. No.	Description	Date
7701	May 29, 2020 Hearing Transcript	06/01/2020
7710	June 1, 2020 Hearing Transcript	06/02/2020
7809	June 4, 2020 Hearing Transcript	06/05/2020
7932	June 11, 2020 Hearing Transcript	06/16/2020
7984	June 16, 2020 Hearing Transcript	06/17/2020

Proofs of Claim filed in *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Claim No.	Claimant	Date
64352	Anthony F. Earley, Jr.	10/18/2019
64211	Anthony F. Earley, Jr.	10/18/2019
105574	Anthony F. Earley, Jr.	06/1/2020
105575	Anthony F. Earley, Jr.	06/1/2020
66240	Geisha J. Williams	10/20/2019
67762	Geisha J. Williams	10/20/2019
67818	Geisha J. Williams	10/20/2019
67338	Geisha J. Williams	10/20/2019
105581	Geisha J. Williams	06/1/2020
105584	Geisha J. Williams	06/1/2020
58618	Nickolas Stavropoulos	10/18/2019
64154	Nickolas Stavropoulos	10/18/2019
105582	Nickolas Stavropoulos	06/1/2020
105587	Nickolas Stavropoulos	06/1/2020
59284	Julie M. Kane	10/18/2019
64280	Julie M. Kane	10/18/2019

Claim No.	Claimant	Date
105590	Julie M. Kane	06/2/2020
105591	Julie M. Kane	06/2/2020
64128	Christopher P. Johns	10/18/2019
64129	Christopher P. Johns	10/18/2019
105576	Christopher P. Johns	06/1/2020
105577	Christopher P. Johns	06/1/2020
58925	Patrick M. Hogan	10/18/2019
64162	Patrick M. Hogan	10/18/2019
105578	Patrick M. Hogan	06/1/2020
105583	Patrick M. Hogan	06/1/2020
77867	Barbara L. Rambo	10/18/2019
78425	Barbara L. Rambo	10/18/2019
59428	David S. Thomason	10/18/2019
59669	David S. Thomason	10/18/2019
105579	David S. Thomason	06/1/2020
105580	David S. Thomason	06/1/2020
59430	Dinyar B. Mistry	10/18/2019
64166	Dinyar B. Mistry	10/18/2019
105585	Dinyar B. Mistry	06/1/2020
105586	Dinyar B. Mistry	06/1/2020
62460	Lewis Chew	10/18/2019
78341	Lewis Chew	10/18/2019
79737	Fred J. Fowler	10/18/2019

<b>Claim No.</b>	<b>Claimant</b>	<b>Date</b>
79413	Fred J. Fowler	10/18/2019
77931	Maryellen C. Herringer	10/18/2019
62467	Maryellen C. Herringer	10/18/2019
78704	Richard C. Kelly	10/21/2019
77647	Richard C. Kelly	10/21/2019
79574	Roger H. Kimmel	10/18/2019
76135	Roger H. Kimmel	10/18/2019
77891	Richard A. Meserve	10/18/2019
79733	Richard A. Meserve	10/18/2019
78312	Forrest E. Miller	10/18/2019
78352	Forrest E. Miller	10/18/2019
78345	Barry Lawson Williams	10/18/2019
79710	Barry Lawson Williams	10/18/2019
79763	Rosendo G. Parra	10/18/2019
78941	Rosendo G. Parra	10/18/2019
78373	Anne Shen Smith	10/18/2019
79833	Anne Shen Smith	10/18/2019
79728	Eric D. Mullins	10/18/2019
79860	Eric D. Mullins	10/18/2019
69105	Public Employees Retirement Association of New Mexico	10/21/2019
71345	Public Employees Retirement Association of New Mexico	10/21/2019
101691	Public Employees Retirement Association of New Mexico	04/16/2020

Items from *PG&E Corp., et al. v. Pub. Emp. Ret. Ass'n of N.M.*, Adv. Pro. No. 19-03039 (DM):

Dkt. No.	Description	Date
1	Debtors' Complaint for Preliminary and Permanent Injunctive Relief as to <i>In re PG&amp;E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.)	06/18/2019
2	Debtors' Motion for a Preliminary Injunction as to <i>In re PG&amp;E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.) and Memorandum of Points and Authorities in Support (including all exhibits thereto)	06/18/2019
3	Declaration of Elizabeth Collier in Support of Debtors' Motion for a Preliminary Injunction as to <i>In re PG&amp;E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.) (including all exhibits thereto)	06/18/2019
14	Memorandum of Points and Authorities in Further Support of Debtors' Motion for a Preliminary Injunction as to <i>In re PG&amp;E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.)	08/01/2019

The Reorganized Debtors reserve the right to designate additional items for inclusion in the record or restate the issues presented on appeal.

Dated: July 30, 2020

**WEIL, GOTSHAL & MANGES LLP**

**KELLER BENVENUTTI KIM LLP**

By: /s/ Richard W. Slack  
 Richard W. Slack  
 Peter J. Benvenutti

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